



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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IN RE: TRIBUNE COMPANY
FRAUDULENT CONVEYANCE :
LITIGATION

Consolidated Multidistrict Litigation
11 MD 2296 (WHP)
12 MC 2296 (WHP)

-----:

MASTER CASE ORDER No. 3

THIS DOCUMENT RELATES TO: :
ALL MATTERS

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WILLIAM H. PAULEY III, District Judge:

WHEREAS by orders dated December 19, 2011, December 28, 2011, and December 29, 2011, the United States Judicial Panel on Multidistrict Litigation (the "JPML") transferred to the U.S. District Court for the Southern District of New York (the "Court") 43 actions asserting state-law constructive fraudulent conveyance ("SLCFC") claims commenced by Deutsche Bank Trust Company Americas, in its capacity as successor indenture trustee for a certain series of Senior Notes ("DBTCA"); Law Debenture Trust Company of New York, in its capacity as successor indenture trustee for a certain series of Senior Notes ("Law Debenture"); and Wilmington Trust Company, in its capacity as successor indenture trustee for a certain series of Exchangeable Notes commonly referred to as the PHONES Notes ("Wilmington Trust" and, together with DBTCA and Law Debenture, the "Note Holders"), on behalf of the holders of such notes of Tribune Company, for coordinated or consolidated pretrial proceedings with 4 related actions asserting SLCFC claims commenced by the Note Holders, on behalf of the holders of such notes of Tribune Company, and removed to this Court, as well as 1 related action asserting SLCFC claims commenced by the Note Holders, on behalf of the holders of such notes of Tribune Company, in this Court (collectively, the "Note Holder Actions");

WHEREAS by separate order dated December 19, 2011, the JPML transferred to this Court 3 actions asserting SLCFC claims commenced by William A. Niese, *et al.* on behalf of 186 former employees of Tribune Company (the “Retirees”), for coordinated or consolidated pretrial proceedings with a related action asserting SLCFC claims commenced by the Retirees (collectively, the “Retiree Actions” and with the Note Holder Actions, collectively, the “Individual Creditor Actions”¹), on behalf of the Retirees;

WHEREAS by order dated March 20, 2012, the JPML transferred to this Court an action captioned *The Official Committee of Unsecured Creditors of Tribune Company, on behalf of Tribune Company, et al. v. Dennis J. FitzSimons, et al.* (the “Committee Action”), commenced by the Official Committee of Unsecured Creditors of Tribune Company (the “Committee”), on behalf of the bankruptcy estate of Tribune Company, for coordinated or consolidated pretrial proceedings with this multidistrict litigation;

WHEREAS, by order dated August 3, 2012, the JPML transferred to this Court an action captioned *Official Committee of Unsecured Creditors of Tribune Co. v. Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Inc.* (the “Committee Advisor Action,” and, together with the Committee Action, the “Committee Actions”), commenced by the Committee on behalf of the bankruptcy estate of Tribune Company, for coordinated or consolidated pretrial proceedings with this multidistrict litigation;

WHEREAS, the Fourth Amended Joint Plan of Reorganization for Tribune Company and its Subsidiaries Proposed by the Debtors, the Committee, Oaktree Capital Management, L.P., Angelo, Gordon & Co., L.P., and JPMorgan Chase Bank, N.A., confirmed by United States Bankruptcy Judge Kevin J. Carey on July 23, 2012 (the “DCL Plan”), provides

¹ A schedule of the Individual Creditor Actions is annexed hereto as Exhibit A.

that, upon the Effective Date of the DCL Plan (as defined therein), Mark Kirschner, as Litigation Trustee of the Litigation Trust created pursuant to the DCL Plan (the “Litigation Trustee”), will replace the Committee as Plaintiff in the Committee Action;²

WHEREAS on July 10, 2012, the Court held an initial pretrial conference with interim liaison counsel appointed by the Court and other counsel to consider, *inter alia*, the organizational structure of the cases, a schedule for motions to dismiss and discovery, and other issues relating to the administration of these cases;

It is ORDERED as follows:³

I. INDIVIDUAL CREDITORS ACTIONS⁴

1. In Section I of this Order, “Defendants” means all existing defendants in the Individual Creditor Actions, named or unnamed, including members of the putative defendant class, and those that may be added to the Individual Creditor Actions hereafter.

A. Designation of Liaison Counsel and Executive Committee

2. The Court designates the following firms as liaison counsel for the Plaintiffs in the Individual Creditor Actions (in Section I of this Order, “Plaintiffs’ Liaison Counsel”): (i) Akin Gump Strauss Hauer & Feld LLP, on behalf of the Plaintiffs in the Note Holder Actions; and (ii) Teitelbaum & Baskin, LLP, on behalf of the Plaintiffs in the Retiree Actions.

² To the extent that the Litigation Trustee replaces the Committee as the Plaintiff in the Committee Action, the term “Committee” as used herein shall include the Litigation Trustee.

³ The terms and descriptions used anywhere in this Order for cases, parties, or groups of parties shall have no substantive, evidentiary, or other legal significance, and are not intended to reflect whether any party does or does not have a valid claim or faces liability in any action.

⁴ Section I of this Order pertains only to the Individual Creditor Actions. Section II of this Order pertains only to the Committee Actions. All other sections of this Order are equally applicable to both the Individual Creditor Actions and the Committee Actions.

3. The Court designates the following firms as liaison counsel for the Defendants in the Individual Creditor Actions (in Section I of this Order, "Defendants' Liaison Counsel"): (i) Proskauer Rose, LLP; (ii) O'Melveny & Myers LLP; and (iii) Entwistle & Cappucci LLP.

4. The Court approves the following executive committee of Plaintiffs' counsel in the Individual Creditor Actions (in Section I of this Order, "Plaintiffs' Executive Committee"):⁵

Individual Creditor Actions	
Plaintiff Group	Executive Committee Members
Note Holders	<p>David M. Zensky Mitchell Hurley Akin Gump Strauss Hauer & Feld LLP One Bryant Park New York, NY 10036-6745 Telephone: (212) 872-1000 Facsimile: (212) 872-1002 E-mail: dzensky@akingump.com; mhurley@akingump.com</p> <p>Robert J. Lack Friedman Kaplan Seiler & Adelman LLP 7 Times Square New York, NY 10036-6516 Telephone: (212) 833-1100 Facsimile: (212) 833-1250 E-mail: rlack@fklaw.com</p>
Retirees	<p>Jay Teitelbaum Teitelbaum & Baskin, LLP 1 Barker Avenue, Third Floor White Plains, NY 10601 Telephone: (914) 437-7670 Facsimile: (914) 437-7672 E-mail: jteitelbaum@tblawllp.com</p>

⁵ Pursuant to footnote 3 of this Order, the names of the of the Plaintiff and Defendant groups shall have no substantive, evidentiary, or other legal significance, and are not intended to reflect whether any Defendant included in any such groups does or does not have liability in any action.

5. The Court approves the following executive committee of Defendants' counsel in the Individual Creditor Actions (in Section I of this Order, "Defendants' Executive Committee"):

Individual Creditor Actions	
Defendant Group	Executive Committee Members
Large Private Beneficial Owners	<p>David C. Bohan Katten Muchin Rosenman LLP 525 West Monroe Street Chicago, IL 60661 Telephone: (312) 902-5566 Facsimile: (312) 902-1061 E-mail: david.bohan@kattenlaw.com</p> <p>Joel A. Feuer Gibson, Dunn & Crutcher LLP 2029 Century Park East Los Angeles, CA 90067 Telephone: (310) 551-8808 Facsimile: (310) 552-7058 E-mail: jfeuer@gibsondunn.com</p>
Financial Institution Holders	<p>P. Sabin Willett Michael C. D'Agostino Bingham McCutchen LLP One Federal Street Boston, MA 02110-1726 Telephone: (617) 951-8000 Facsimile: (617) 951-8726 E-mail: sabin.willett@bingham.com michael.dagostino@bingham.com</p> <p>Phil Anker Wilmer Cutler Pickering Hale and Dorr LLP 7 World Trade Center, 250 Greenwich Street New York, NY 10007 Telephone: (212) 230-8800 Facsimile: (212) 230-8888 E-mail: philip.anker@wilmerhale.com</p>

Individual Creditor Actions	
Defendant Group	Executive Committee Members
Financial Institution Conduits	<p>Gregg M. Mashberg Stephen L. Ratner Proskauer Rose LLP Eleven Times Square New York, NY 10036-8299 Telephone: (212) 969-3000 Facsimile: (212) 969-2900 E-mail: gmashberg@proskauer.com sratner@proskauer.com</p> <p>Daniel Cantor O'Melveny & Myers LLP 7 Times Square New York, NY 10036 Telephone: (212) 236-2000 Facsimile: (212) 236-2061 E-mail: dcantor@omm.com</p> <p>Elliot Moskowitz Davis Polk & Wardwell LLP 450 Lexington Avenue New York, NY 10017 Telephone: (212) 450-4000 Facsimile: (212) 701-5800 E-mail: elliot.moskowitz@davispolk.com</p>
Pension Funds (including public, private and Taft-Hartley funds)	<p>Matthew L. Fornshell Ice Miller LLP 250 West Street Columbus, OH 43215 Telephone: (614) 462-2700 Facsimile: (614) 462-5135 E-mail: matthew.fornshell@icemiller.com</p> <p>D. Ross Martin Ropes & Gray LLP 1211 Avenue of the Americas New York, NY 10036-8704 Telephone: (212) 596-9000 Facsimile: (212) 596-9090 E-mail: ross.martin@ropesgray.com</p>

Individual Creditor Actions	
Defendant Group	Executive Committee Members
Individual Beneficial Owners	<p>Andrew Entwistle Entwistle & Cappucci LLP 280 Park Avenue 26th Floor West New York, NY 10017 Telephone: (212) 894-7200 Facsimile: (212) 894-7272 E-mail: aentwistle@entwistle-law.com</p> <p>David N. Dunn Potter Stewart, Jr. Law Offices, P.C. The Merchants Bank Building 205 Main Street, Suite 8 Brattleboro, VT 05301 Telephone: (802) 257-7244 E-mail: ddunn@potterstewartlaw.com</p> <p>Mark A. Neubauer Steptoe & Johnson LLP 2121 Avenue of the Stars Suite 2800 Los Angeles, CA 90067 Telephone: (310) 734-3200 Facsimile: (310) 734-3300 E-mail: mneubauer@steptoe.com</p>
Mutual Funds	<p>Michael S. Doluisio Dechert LLP Cira Centre 2929 Arch Street Philadelphia, PA 19104-2808 Telephone: (215) 994-4000 Facsimile: (215) 994-2222 E-mail: michael.doluisio@dechert.com</p> <p>Steven R. Schoenfeld Dorsey & Whitney LLP 51 West 52nd Street New York, NY 10019-6119 Telephone: (212) 415-9200 Facsimile: (212) 953-7201 E-mail: schoenfeld.steven@dorsey.com</p>

Individual Creditor Actions	
Defendant Group	Executive Committee Members
At-Large	Alan J. Stone Andrew M. LeBlanc Milbank, Tweed, Hadley & McCoy LLP 1 Chase Manhattan Plaza New York, NY 10005 Telephone: (212) 530-5000 Facsimile: (212) 530-5219 E-mail: astone@milbank.com aleblanc@milbank.com

6. Service as liaison counsel or as members of Defendants' Executive Committee, as designated herein, shall not create any professional, ethical, fiduciary, or legal obligations between any firm serving in such capacity and any party other than its own clients. The right of each party to be represented by its own counsel is hereby expressly preserved. Subject to paragraphs 9 and 42 of this Order, a party may request permission to address the Court regarding any issue. Nothing herein shall prohibit: (i) any pro se Defendant from communicating directly with opposing counsel, or vice versa; or (ii) counsel for any Defendant from communicating directly with opposing counsel, or vice versa.

B. Duties and Responsibilities of Liaison Counsel and Defendants' Executive Committee Respecting the Phase One Motions

7. This Section I.B. delineates the role of liaison counsel and Defendants' Executive Committee respecting the Phase One Motions (as defined below) and pending further order of the Court, and shall apply except: (i) to the extent any liaison counsel or Plaintiffs' or Defendants' Executive Committee counsel defer to conflict counsel as the result of business or ethical considerations arising from actual, potential or arguable conflicts of interest; (ii) for good cause shown; or (iii) as otherwise ordered or requested by the Court.

8. The Defendants' Executive Committee shall: (i) confer with Plaintiffs' Liaison Counsel regarding any procedural issues relating to the Phase One Motions; and (ii) make reasonable efforts to communicate with interested counsel for other defendants regarding the Phase One Motions. No less than 5 days in advance of oral argument respecting the Phase One Motions, Liaison Counsel for Plaintiffs and Defendants shall submit letters to the Court identifying the counsel who will be presenting the principal argument on the Phase One Motions and nothing more (such counsel designated by Defendants Liaison Counsel, for Section I of this Order, "Defendants' Phase One Liaison Counsel").

9. Plaintiffs' Liaison Counsel, Defendants' Liaison Counsel, Defendants' Phase One Liaison Counsel, and members of the Defendants' Executive Committee shall be responsible for: (i) addressing the Court with regard to all matters respecting the Phase One Omnibus Motion; and (ii) briefing and arguing the Phase One Omnibus Motion. Nothing herein shall prohibit any party from requesting permission to address the Court, for good cause shown, on procedural or substantive issues that are the subject of the Phase One Omnibus Motion. Any such request shall be made in a letter to the Court (a "Letter Request") filed on the 11 MD 2296 docket at least 21 days in advance of oral argument on the Phase One Motions. Any Letter Request shall be no more than 2 pages in length, and shall describe the requesting party's reasons for seeking permission to separately address the Court. Any party that opposes a Letter Request may respond in a letter to the Court (a "Letter Response") filed on the 11 MD 2296 docket at least 14 days in advance of oral argument on the Phase One Motions. Any Letter Response shall be no more than 2 pages in length, and shall describe the opposing party's basis for its opposition. If the Court grants any Letter Request, opposing counsel shall be permitted equal time to respond pursuant to paragraph 12(v) of this Order.

10. Defendants' Liaison Counsel and Defendants' Executive Committee shall facilitate the organization of a group of counsel for those Defendants who may seek to move to dismiss the complaints filed in the Individual Creditor Actions on the grounds that the Court lacks subject matter jurisdiction (the "Jurisdiction Liaison Counsel"). Any such motion shall be heard during Phase One as described in paragraph 12(ii) of this Order. The Jurisdiction Liaison Counsel shall have duties and responsibilities with respect to any Phase One Jurisdiction Motion parallel to those set forth in paragraph 9 of this Order.

11. In the event that any Liaison Counsel wishes to substitute another law firm for a law firm appointed as Liaison Counsel or to substitute or add an Executive Committee member pursuant to this Order, they shall file in 12 MC 2296 a notice requesting such substitution.

C. Initial Dispositive Motion Practice

12. Initial motion practice shall be bifurcated into "Phase One" and "Phase Two" as follows:

(i) Phase One Omnibus Motion: On or before November 6, 2012, Defendants' Liaison Counsel and the Defendants' Executive Committee may submit a single joint pre-answer motion to dismiss the Individual Creditor Actions for which the accompanying memorandum of law shall be limited to 40 pages in length (the "Phase One Omnibus Motion"), and shall include only the following grounds for dismissal: 11 U.S.C. § 546(e) and the preemptive effect thereof (if any), standing, and any other ground which, if successful, would dispose of the entirety of the Individual Creditor Actions. All grounds for dismissal which, if successful, would not dispose of the entirety of the Individual Creditor Actions are reserved for Phase Two. The Phase One Omnibus Motion shall be deemed to have been made on behalf of all Defendants in the Individual Creditor Actions, subject to paragraphs 6 and 9 of this Order. The Defendants shall not: (a) assert in Phase One any grounds for dismissal which, if successful,

would not dispose of the entirety of the Individual Creditor Actions, all such grounds (if any) being reserved for Phase Two, except as set forth in subparagraph (ii) of this paragraph 12; or (b) except for good cause being shown, move to dismiss after the close of Phase One on any ground which, if successful, would dispose of the entirety of the Individual Creditor Actions.

(ii) Phase One Jurisdiction Motion: On or before November 6, 2012, Jurisdiction Liaison Counsel may submit a single joint motion challenging the federal subject matter jurisdiction of this Court (the “Phase One Jurisdiction Motion,” and together with the Phase One Omnibus Motion, the “Phase One Motions”), for which the accompanying memorandum of law shall be limited to 15 pages in length, and shall include only grounds for dismissal based on lack of federal subject matter jurisdiction.⁶ No Defendant shall assert these grounds for dismissal after the close of Phase One, and the Phase One Jurisdiction Motion shall not include any other grounds for dismissal in addition to those set forth in the immediately preceding sentence, all other grounds (if any) being reserved for Phase Two, except as set forth in subparagraph (i) of this paragraph 12.

(iii) Phase One Oppositions: On or before December 21, 2012: (i) Plaintiffs’ Liaison Counsel may submit a single memorandum of law, which shall be limited to 40 pages in length, in opposition to the Phase One Omnibus Motion; (ii) Plaintiffs’ Liaison Counsel may submit a single memorandum of law, which shall be limited to 15 pages in length, in opposition to the Phase One Jurisdiction Motion; and (iii) any Defendants that object to any grounds for dismissal asserted in the Phase One Jurisdiction Motion may submit a single memorandum of law, which shall be limited to 15 pages in length, in opposition to the Phase One Jurisdiction

⁶ The parties in the Individual Creditor Actions expressly acknowledge and agree that challenges to this Court’s jurisdiction as to certain Defendants predicated on Sovereign Immunity are expressly preserved for briefing in Phase Two and shall not be waived by reason of not being presented and argued in any Phase One Motions.

Motion. Defendants' Liaison Counsel shall facilitate the organization of any Defendants who intend to file an objection to the Phase One Jurisdiction Motion.

(iv) Phase One Replies: On or before February 4, 2013: (i) Defendants' Liaison Counsel and the Defendants' Executive Committee may submit a single memorandum of law, which shall be limited to 20 pages in length, in further support of the Phase One Omnibus Motion; and (ii) Jurisdiction Liaison Counsel may submit a single memorandum of law, which shall be limited to 5 pages in length, in further support of the Phase One Jurisdiction Motion.

(v) Phase One Oral Argument: Oral argument on the Phase One Motions shall be conducted on March 1, 2013 at 11:00 a.m. It is anticipated that, in advance of oral argument on the Phase One Motions, the Court will advise the parties how much time the Court will schedule, in the aggregate, for oral argument on the Phase One Motions. The aggregate time scheduled by the Court, including any additional time granted to any party at the oral argument on the Phase One Motions, shall be divided equally between Plaintiffs and Defendants.

(vi) Phase Two Motions: Following the entry of orders disposing of the Phase One Motions, Liaison Counsel shall meet and confer as necessary regarding any subsequent pre-answer motion to dismiss that may be filed. Any such motions shall be filed at a time and in a manner to be determined in a future Master Case Order.

(vii) In light of the foregoing, any motions to dismiss previously filed in the Individual Creditor Actions are deemed withdrawn without prejudice.

(viii) The page limitations set forth above shall not apply to any exhibits that may otherwise properly be attached to or otherwise accompany any memorandum of law in support of or opposition to a motion to dismiss.

D. Dismissal of Certain Claims

13. Within 60 days of the entry of this Order, the Individual Creditor Plaintiffs shall dismiss, without prejudice, any Defendant that -based upon information currently in the possession, custody, or control of the Individual Creditor Plaintiffs - received less than \$100,000 in Shareholder Transfers (as defined in the complaint filed in each Individual Creditor Action). Such dismissal shall be without prejudice to: (i) each dismissed defendant's inclusion in the putative class of defendants; and (ii) the Individual Creditor Plaintiffs' ability to reassert claims against any dismissed defendant that subsequent information later reveals received greater than \$100,000 in Shareholder Transfers. Promptly thereafter, Plaintiffs shall file and serve a single notice of dismissal listing all Defendants that have been dismissed pursuant to this paragraph 13.

II. COMMITTEE ACTIONS

A. Definitions

14. In Section II of this Order, "Named Defendants" means all defendants named in the Committee Action and the Committee Advisor Action, and those that may be added to the Committee Action or the Committee Advisor Action hereafter, other than those defendants named only in Count 13 and/or Exhibit A of the Third Amended Complaint in the Committee Action or Exhibit A to any amended complaint in the Committee Action.

15. In Section II of this Order, "Exhibit A Shareholder Defendants" means all "shareholder defendants" identified only in Exhibit A to the Third Amended Complaint in the Committee Action and those that may be added to Exhibit A to any amended complaint in the Committee Action.

16. In Section II of this Order, "Defendants" means: (i) the Named Defendants; (ii) the Exhibit A Shareholder Defendants; and (iii) all other defendants in the Committee Actions, named or unnamed, including members of the putative defendant class.

B. Organizational Structure

1. Liaison Counsel

(a) Designation of Liaison Counsel

17. The Court designates the following firms as Liaison Counsel: Zuckerman Spaeder LLP for the Committee and Grippo & Elden LLC for the Named Defendants. No later than 10 days after the earlier of the appointment of the Litigation Trustee or the entry of orders disposing of the Phase One Motions, the Exhibit A Shareholder Defendants' Executive Committee (defined below) shall select Liaison Counsel for the Exhibit A Shareholder Defendants. Prior to such selection, shareholders who are defendants in the Committee Action shall be referred to the relevant Exhibit A Shareholder Defendants' Executive Committee member (by group identified in the chart below).

18. Pursuant to the DCL Plan, the Litigation Trustee will select counsel to prosecute the Committee Action, and after this selection such counsel shall act as Liaison Counsel in the Committee Action. The Litigation Trustee shall have the rights and obligations set forth in the DCL Plan.

19. The Litigation Trustee shall have the rights and obligations of a successor plaintiff in accordance with applicable law.

(b) Duties and Responsibilities of Liaison Counsel

20. Liaison Counsel shall generally be responsible for taking the lead in coordinating and organizing the parties.

21. Service as Liaison Counsel, as designated herein, shall not create any professional, ethical, fiduciary, or legal obligations between any firm serving in such capacity and any party other than its own clients. The right of each party to be represented by its own counsel is hereby expressly preserved.

22. Nothing herein shall prohibit: (i) any pro se Defendant from communicating directly with opposing counsel, or vice versa; or (ii) counsel for any Defendant from communicating directly with opposing counsel, or vice versa. Liaison Counsel for the Named Defendants shall not be deemed to speak for, act for, or bind any Named Defendant (other than a Named Defendant represented by such Liaison Counsel) on any matters absent express authority.

23. In the event that any Liaison Counsel or the Defendants' Executive Committees, defined below, wish to substitute another law firm for a law firm appointed as Liaison Counsel pursuant to this Master Case Order No. 3, they shall file in 12 MC 2296 a notice requesting such substitution.

2. Defendants' Executive Committees

24. The Court approves the following executive committee for the Named Defendants (in Section II of this Order, the "Named Defendants' Executive Committee"):

Committee Actions: Named Defendants	
Defendant(s)	Executive Committee Member
CURRENT & FORMER DIRECTORS AND OFFICERS	
Betsy D. Holden; Christopher Reyes; Dudley S. Taft; Enrique Hernandez Jr.; Miles D. White; Robert S. Morrison; William A. Osborn	Matthew R. Kipp Skadden, Arps, Slate, Meagher & Flom LLP 155 North Wacker Drive Chicago, Illinois 60606 Telephone: (312) 407-0728 Facsimile: (312) 407-8575 E-mail: matthew.kipp@skadden.com
Harry Amsden; Stephen D. Carver; Dennis J. FitzSimons; Robert Gremillion; Donald C. Grenesko; David Dean Hiller; Timothy J. Landon; Thomas D. Leach; Luis E. Lewin; R. Mark Mallory; Richard H. Malone; Ruthellyn Musil; John E. Reardon; Scott C. Smith; John J. Vitanovec; Kathleen M. Waltz; David D. Williams	John R. McCambridge Grippo & Elden LLC 111 South Wacker Drive Chicago, IL 60606 Telephone: (312) 704-7750 Facsimile: (312) 558-1195 E-mail: jmccambridge@grippoelden.com

Committee Actions: Named Defendants	
Defendant(s)	Executive Committee Member
Mark Hianik; Irving Quimby	Michael Dockterman Edwards Wildman Palmer LLP 225 West Wacker Drive, Suite 3000 Chicago, IL 60606 Telephone: (312) 201-2652 Facsimile: (855) 572-1961 E-mail: mdockterman@edwardswildman.com
Crane Kenney	Richard A. Saldinger Shaw Gussis Fishman Glantz Wolfson & Towbin LLC 321 North Clark Street, Suite 800 Chicago, IL 60654 Telephone: (312) 276-1321 Facsimile: (312) 980-3888 E-mail: rsaldinger@shawgussis.com
Chandler Bigelow	Steven C. Florsheim Sperling & Slater, P.C. 55 West Monroe Street, Suite 3200 Chicago, IL 60603 Telephone: (312) 641-3200 Facsimile: (312) 641-6492 E-mail: SFlorsheim@sperling-law.com
Daniel Kazan	Sheldon L. Solow Kaye Scholer LLP 70 West Madison Street, Suite 4200 Chicago, IL 60602 Telephone: (312) 583-2320 Facsimile: (312) 583-2520 E-mail: ssolow@kayescholer.com
Timothy Knight	Blake T. Hannafan Hannafan & Hannafan, Ltd. One East Wacker Drive, Suite 2800 Chicago, IL 60601 Telephone: (312) 527-0055 Facsimile: (312) 527-0220 E-mail: bth@hannafanlaw.com

Committee Actions: Named Defendants	
Defendant(s)	Executive Committee Member
Thomas Finke	Leonard A. Gail Massey & Gail LLP 50 East Washington Street, Suite 400 Chicago, IL 60602 Telephone: (312) 283-1590 Facsimile: (312) 379-0467 E-mail: lgail@masseygail.com
SAM ZELL AND AFFILIATED ENTITIES	
EGI-TRB, L.L.C.; Equity Group Investments, L.L.C.; Sam Investment Trust; Samuel Zell; Tower CH, L.L.C.; Tower DC, L.L.C.; Tower DL, L.L.C.; Tower EH, L.L.C.; Tower Greenspun DGSPT, LLC; Tower Greenspun JGGSTP, LLC; Tower Greenspun SGFFT, LLC; Tower Greenspun, L.L.C.; Tower HZ, L.L.C.; Tower JB, L.L.C.; Tower JK, L.L.C.; Tower JP, L.L.C.; Tower JS, L.L.C.; Tower KS, L.L.C.; Tower LL, L.L.C.; Tower LM, L.L.C.; Tower LZ, L.L.C.; Tower MH, L.L.C.; Tower MS, L.L.C.; Tower MZ, L.L.C.; Tower NL, L.L.C.; Tower PH, L.L.C.; Tower PT, L.L.C.; Tower SF, L.L.C.; Tower TT, L.L.C.; Tower VC, L.L.C.; Tower WP, L.L.C.	David J. Bradford Jenner & Block LLP 353 North Clark Street Chicago, IL 60654 Telephone: (312) 222-9350 Facsimile: (312) 840-7375 E-mail: dbradford@jenner.com
LARGE SHAREHOLDERS	
McCormick and Cantigny Foundations	David C. Bohan Katten Muchin Rosenman LLP 525 West Monroe Street Chicago, IL 60661 Telephone: (312) 902-5566 Facsimile: (312) 902-1061 E-mail: david.bohan@kattenlaw.com

Committee Actions: Named Defendants	
Defendant(s)	Executive Committee Member
Chandler Trusts and Their Representatives	Joel A. Feuer Gibson Dunn & Crutcher LLP 2029 Century Park East Los Angeles, CA 90067 Telephone: (310) 551-8808 Facsimile: (310) 552-7058 E-mail: jfeuer@gibsondunn.com
FINANCIAL ADVISORS	
Valuation Research Corporation	David Neier Winston & Strawn LLP 200 Park Avenue New York, NY 10166 Telephone: (212) 294-5318 Facsimile: (212) 294-4700 E-mail: dneier@winston.com
Duff & Phelps, LLC	Stephen V. D'Amore Winston & Strawn LLP 35 West Wacker Drive Chicago, IL 60601 Telephone: (312) 558-5934 Facsimile: (312) 558-5700 E-mail: sdamore@winston.com
Morgan Stanley & Co. Inc. and Morgan Stanley Capital Services, Inc.	Jonathan D. Polkes Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153 Telephone: (212) 310-8881 Facsimile: (212) 310-8007 E-mail: jonathan.polkes@weil.com
GreatBanc Trust Company	Roger H. Stetson Barack Ferrazanno Kirschbaum & Nagelberg LLP 200 West Madison Street, Suite 3900 Chicago, IL 60606 Telephone: (312) 629-7339 Facsimile: (312) 984-3150 E-mail: roger.stetson@bfkn.com

Committee Actions: Named Defendants	
Defendant(s)	Executive Committee Member
Citigroup Global Markets, Inc.	Andrew G. Gordon Paul, Weiss, Rifkind, Wharton & Garrison LLP 1285 Avenue of the Americas New York, NY 10019-6064 Telephone: (212) 373-3543 Facsimile: (212) 492-0543 E-mail: agordon@paulweiss.com
Merrill Lynch, Pierce, Fenner & Smith Inc.	Daniel L. Cantor O'Melveny & Myers LLP Times Square Tower 7 Times Square New York, NY 10036 Telephone: (212) 408-2483 Facsimile: (212) 326-2061 E-mail: dcantor@omm.com

25. The Court approves the following executive committee for the Exhibit A Shareholder Defendants (in Section II of this Order, the "Exhibit A Shareholder Defendants' Executive Committee" and, together with the Named Defendants' Executive Committee, the "Defendants' Executive Committees"):

Committee Actions: Exhibit A Shareholder Defendants	
Defendant Group	Executive Committee Members
Financial Institution Holders	<p>P. Sabin Willett Michael C. D'Agostino Bingham McCutchen LLP One Federal Street Boston, MA 02110-1726 Telephone: (617) 951-8000 Facsimile: (617) 951-8726 E-mail: sabin.willett@bingham.com; michael.dagostino@bingham.com</p> <p>Seamus C. Duffy Drinker Biddle & Reath LLP One Logan Square, Ste. 2000 Philadelphia, PA 19103-6996 Telephone: (215) 988-24440 Facsimile: (215) 988-2757 E-mail: seamus.duffy@dbr.com</p>
Financial Institution Conduits	<p>Gregg M. Mashberg Stephen L. Ratner Proskauer Rose LLP Eleven Times Square New York, NY 10036-8299 Telephone: (212) 969-3000 Facsimile: (212) 969-2900 E-mail: gmashberg@proskauer.com; sratner@proskauer.com</p> <p>Elliot Moskowitz Davis Polk & Wardwell LLP 450 Lexington Avenue New York, NY 10017 Telephone: (212) 450-4000 Facsimile: (212) 701-5800 E-mail: elliot.moskowitz@davispolk.com</p>

Committee Actions: Exhibit A Shareholder Defendants	
Defendant Group	Executive Committee Members
Pension Funds (including public, private and Taft-Hartley funds)	<p>Matthew L. Fornshell Ice Miller LLP 250 West Street Columbus, OH 43215 Telephone: (614) 462-2700 Facsimile: (614) 462-5135 E-mail: matthew.fornshell@icemiller.com</p> <p>D. Ross Martin Ropes & Gray LLP 1211 Avenue of the Americas New York, NY 10036-8704 Telephone: (212) 596-9000 Facsimile: (212) 596-9090 E-mail: ross.martin@ropesgray.com</p>
Individual Beneficial Owners	<p>Andrew Entwistle Entwistle & Cappucci LLP 280 Park Avenue 26th Floor West New York, NY 10017 Telephone: (212) 894-7200 Facsimile: (212) 894-7272 E-mail: aentwistle@entwistle-law.com</p> <p>Mark A. Neubauer Steptoe & Johnson LLP 2121 Avenue of the Stars Suite 2800 Los Angeles, CA 90067 Telephone: (310) 734-3200 Facsimile: (310) 734-3300 E-mail: mneubauer@steptoe.com</p>

Committee Actions: Exhibit A Shareholder Defendants	
Defendant Group	Executive Committee Members
Mutual Funds	<p>Michael S. Doluisio Dechert LLP Cira Centre 2929 Arch Street Philadelphia, PA 19104-2808 Telephone: (215) 994-4000 Facsimile: (215) 994-2222 E-mail: michael.doluisio@dechert.com</p> <p>Steven R. Schoenfeld Dorsey & Whitney LLP 51 West 52nd Street New York, NY 10019-6119 Telephone: (212) 415-9200 Facsimile: (212) 953-7201 E-mail: schoenfeld.steven@dorsey.com</p>

26. The Defendants' Executive Committees are directed to take reasonable steps to streamline case management and to eliminate duplication of efforts and redundant filings. To that end, where there are issues that are common to multiple Defendants, the Defendants' Executive Committees shall endeavor to eliminate duplication of efforts by, for example, presenting common issues through a single filing; or, where issues for argument apply to more than one party, presenting oral argument through one Defendant, subject to the right of any Named Defendant to address the Court on any issue that may pertain to that particular Named Defendant.

27. To the extent necessary, the Exhibit A Shareholder Defendants' Executive Committee will coordinate with the Named Defendants' Executive Committee in accordance with this order. The Exhibit A Shareholder Defendants' Executive Committee will also coordinate with the Individual Creditor Defendants' Executive Committee, as necessary, via

Liaison Counsel for the Exhibit A Shareholder Defendants, as assigned in paragraph 17 of this Order.

28. Service as members of the Defendants' Executive Committees, as designated herein, shall not create any professional, ethical, fiduciary, or legal obligations between any firm serving in such capacity and any party other than its own clients.

C. Dismissal of Certain Claims

29. Within 60 days of the entry of this Order, by way of amendment filed pursuant to paragraph 39 of this Order, the Committee shall dismiss, without prejudice, any Exhibit A Shareholder Defendant that is not named in any count in the complaint filed in the Committee Action other than Count 13, and that – based upon information currently in the possession, custody, or control of the Committee – received less than \$50,000 in Shareholder Transfers (as defined in the complaint filed in the Committee Action). Such dismissal shall be without prejudice to: (i) each dismissed defendant's inclusion in the putative class of defendants; and (ii) the Committee's ability to reassert claims against any dismissed defendant that subsequent information later reveals received greater than \$50,000 in Shareholder Transfers. Such amendment will be accompanied by a notice identifying all Exhibit A Shareholders who have been dismissed without prejudice pursuant to this paragraph and shall be served on all Exhibit A Shareholders who are being dismissed pursuant to this paragraph and who have previously been served.

30. The Litigation Trustee shall determine whether to dismiss (if at all) any Exhibit A Shareholder Defendant that – based upon information currently in the possession, custody, or control of the Committee – received between \$50,000 and \$100,000 in Shareholder Transfers.

D. Motions to Dismiss

31. Because Defendants have advised the Court that no motion could be made which, if successful, would dispose of the entirety of the Committee Action, Defendants shall not file any dispositive motions prior to the entry of orders disposing of the Phase One Motions described in more detail in paragraph 12 of this Order. Following entry of orders disposing of the Phase One Motions, Liaison Counsel shall meet and confer as necessary regarding any pre-answer motions to dismiss that Defendants in the Committee Action may wish to file. Such pre-answer motions to dismiss, if any, will be filed at a time and in a manner to be determined in a future Master Case Order, provided, however, that such motions will not be filed before the Litigation Trustee has replaced the Committee as the Plaintiff in the Committee Actions and has either amended the complaints in the Committee Actions or informed the Court in writing that it does not intend to amend such complaints as of the deadline set by the Court for filing motions to dismiss in Phase Two.

32. After the Litigation Trustee appears and either amends the Committee Action complaints or informs the Court in writing that the Litigation Trustee does not intend to amend such complaints as of the deadline set for the filing of Phase Two motions to dismiss, this Court will fix a briefing schedule for Defendants Sam Zell and Affiliated Entities' Rule 11 motion. In the interim, Defendants Sam Zell and Affiliated Entities' Rule 11 motion is stricken without prejudice and the Clerk is directed to terminate the motion pending at Docket No. 275 in Case No. 12 Civ 2652.

33. Any Defendant may make an application to the Court to advance the filing and consideration of any dispositive motion on a showing of unreasonable delay in either the appointment of the Litigation Trustee or the Litigation Trustee's amendment of the Committee Action complaints.

III. APPEARANCES

34. The Clerk is directed to note the appearances of all members of the Executive Committees in the Individual Creditor Actions and the Committee Actions on the docket of 12 MC 2296.

35. Pursuant to the December 28, 2011 Order of this Court (Holwell, J.) [Docket No. 2], section IV of the January 27, 2012 Order of this Court (Holwell, J.) [Docket No. 6], paragraph 13 of Master Case Order No. 1 [Docket No. 9], any Defendant who has not been dismissed pursuant paragraph 13 or 29 of this Order, and who has not already registered with the Court for electronic case filing (“ECF”) shall, on or before the later of 90 days from the entry of this Order, 30 days after the amendment of any complaint pursuant to paragraph 39 of this Order, or 30 days after the date of service of the complaint in which such Defendant is first named:

(i) if such Defendant is not appearing pro se, counsel shall file a notice of appearance on the docket of 11 MD 2296 and register with the Court for ECF access; and

(ii) if such Defendant is appearing pro se, that Defendant should file a notice of appearance on the docket of 11 MD 2296 stating the following: (a) that Defendant is appearing as a pro se litigant, (b) whether such Defendant has access to email, and (c) Defendant’s email address.

Any Exhibit A Shareholder Defendant who has not yet appeared shall not be required to file an appearance in 11 MD 2296 or the Committee Action until the entry of a subsequent Master Case Order that shall set forth the time and manner such appearances may be required.

Except for the summons and complaint in which a Defendant initially is named, Plaintiffs shall not be required to serve — other than by electronic means via the ECF system or, with respect to Defendants that appear pro se, via email — any docket entry upon any Defendant

who does not file a notice of appearance in accordance with this paragraph; provided that Plaintiffs shall be required to serve by postal mail any Defendant who is both appearing pro se and who does not have access to email.

IV. DISCOVERY

36. Merits discovery in the Individual Creditor Actions and the Committee Actions is stayed until after the Court decides the Phase One Motions and pursuant to further order of the Court, provided, however, that a party may move the Court for permission to take discovery of any party or third-party witness who the moving party believes, in good faith, will be unavailable to provide testimony at a later date for one of the reasons set forth in Federal Rule of Civil Procedure 32(a)(4)(A) or (C).⁷

37. All Discovery Disputes shall be governed by this Court's Individual Rules of Practice.

38. The exchange of initial disclosures pursuant to Fed. R. Civ. P. 26(a)(1) is stayed pending consideration in connection with a future Master Case Order.

V. MOTIONS TO AMEND

39. Plaintiffs are hereby granted leave to amend as follows:

(i) Plaintiffs in the Individual Creditor Actions are hereby granted leave to amend any complaint filed in any Individual Creditor Action solely in order to: (i) add or drop a Defendant; (ii) alter the names, transfer amounts or other identifying information associated with an existing Defendant; (iii) correct non-substantive typographical errors; or (iv) with respect to the Retirees, delete a Plaintiff, or alter the way in which a Plaintiff is named.

⁷ Plaintiffs have filed a letter memorandum with the Court seeking leave to take limited discovery (the "Discovery Letter"), and Defendants' opposition to the Discovery Letter (if any) must be filed by August 16, 2012. This Court has not yet issued a decision on the Discovery Letter, and this Order shall have no bearing on the Discovery Letter.

(ii) The Committee is hereby granted leave to amend the complaints in the Committee Actions to: (i) substitute a new Plaintiff for the Committee pursuant to the DCL Plan, or any other plan of reorganization for Tribune Company that is confirmed by the U.S. Bankruptcy Court for the District of Delaware; (ii) add or drop an Exhibit A Shareholder Defendant in the Committee Action or dismiss one or more claims against any Defendant; (iii) alter the names, transfer amounts or other identifying information associated with an existing Exhibit A Shareholder Defendant in the Committee Action; or (iv) add clarifying language to paragraph 79 and Count 13 of the complaint in the Committee Action, to make clear that the Committee's intentional fraudulent transfer claim is being brought against the individual parties listed on Exhibit A to the Committee Action complaint, as well as those described in footnote 2 on page 27 of that complaint.

VI. CONFIDENTIAL INFORMATION

40. Consistent with a Protective Order issued by the U.S. Bankruptcy Court for the District of Delaware, any Plaintiff may file under seal any complaint or amended complaint in the Individual Creditor Actions or the Committee Actions that discloses information relating to either: (i) the amount of any payment made to any Defendant in connection with the leveraged buyout of Tribune Company in 2007; or (ii) any link between any Defendant and the entity that produced such information (collectively, "Confidential Information"), provided that the Plaintiff publicly files a redacted version of the pleading that redacts only such Confidential Information and such other information required to be redacted by this Court's local rules. Additionally, any Plaintiff may serve upon any Defendant a redacted version of any pleading that discloses Confidential Information, provided that the redacted version of the pleading being served on each Defendant shall not redact any Confidential Information that relates to the specific Defendant being served.

VII. ANSWERS AND OTHER DISPOSITIVE MOTIONS

41. No party in the Individual Creditor Actions or the Committee Actions shall file any answers, motions for judgment on the pleadings, motions for summary judgment, or motions to dismiss other than as contemplated in this Order, until further order of the Court. A schedule for these filings will be determined as part of a future Master Case Order.

VIII. CLASS CERTIFICATION

42. No party in the Individual Creditor Actions or the Committee Actions shall file any motions pursuant to Federal Rule of Civil Procedure 23 until after the conclusion of Phase Two. A schedule for these proceedings will be determined as part of a future Master Case Order. Before the certification of any class under Federal Rule of Civil Procedure 23 in the Individual Creditor Actions or the Committee Actions, any putative class representatives shall owe no duties to any potential member of a putative defendant class.

IX. PRESERVATION OF EVIDENCE HELD BY THIRD PARTIES

43. In addition to any other discovery that may be permitted by the Court, parties may, pursuant to Rule 45 of the Federal Rules of Civil Procedure, serve subpoenas upon third parties, solely for the purpose of commanding such third parties to preserve all documents, data, and tangible things containing information potentially relevant to the subject matter of this litigation.

X. PRIVILEGES

44. “LBO-Related Documents” means documents that relate to the Tribune Company’s 2007 leveraged buyout transactions or the transactions or events leading to it, including, but not limited to, documents that may be transferred pursuant to (1) the Agreement Respecting Transfer of Documents, Information, and Privileges from Debtors and Reorganized

Debtors and (2) the Agreement Respecting Transfer of Documents, Information, and Privileges from the Official Committee of Unsecured Creditors, exhibits to the DCL Plan.

45. Communications among and between counsel for the Plaintiffs in the Individual Creditor Actions and the Committee Actions, or among and between counsel for the Defendants in the Individual Creditor Actions and the Committee Actions, relating to the conduct of this MDL proceeding, shall not be deemed a waiver of the attorney-client privilege or the protection afforded attorneys' work product. Notwithstanding the foregoing, this provision does not, and is not intended to, (a) limit the rights of any party or counsel to assert the attorney-client privilege, the attorney-work-product doctrine, or the common-interest doctrine; or (b) determine whether the transfer or disclosure of any LBO-Related Documents, either before or after the entry of this Order, or as part of any communications among and between counsel for the Plaintiffs in the Individual Creditor Actions and the Committee Actions, or among and between counsel for the Defendants in the Individual Creditor Actions and the Committee Actions, constitutes a waiver or abandonment of any applicable privilege or protection that may attach to any such documents.

XI. EXTENSION OF TIME TO SERVE PURSUANT TO FEDERAL RULE OF CIVIL PROCEDURE 4(M)

46. For good cause shown based upon the reasons set forth in Plaintiffs' Omnibus Motion pursuant to Federal Rule of Civil Procedure 4(m) [Docket No. 699], the Court hereby further enlarges, through and including January 15, 2013, both: (i) the time for service of any complaints already filed in any of the Individual Creditor Actions or any of the Committee Actions; and (ii) the time period referenced in Federal Rule of Civil Procedure 15(c)(1)(c) for purposes of all Individual Creditor Actions and all Committee Actions.

XII. MISCELLANEOUS

47. In the event that liaison counsel submit any letter or letter memorandum to the Court, in connection with case management, scheduling, discovery matters, or otherwise, the submitting counsel shall simultaneously file on the ECF docket of 11 MD 2296 under the Filing Event "Notice (Other)" a notice of the submission of such letter or letter memorandum, with the letter or letter memorandum and any attachments thereto filed as exhibit(s) to such notice.

48. Other than as is explicitly set forth herein, the agreement of the parties' in the Individual Creditor Actions and the Committee Actions to this schedule shall not be construed as a waiver of any applicable right, privilege, rule or law, including any right to move to compel or preclude discovery.

49. Upon good cause shown, and on notice to all parties, any party in the Individual Creditor Actions or the Committee Actions may seek to have this Order modified by the Court.

50. All pending motions to withdraw as counsel or to substitute counsel are granted.

51. The Clerk is directed to terminate all pending motions on 11 MD 2296 and all related cases. The Clerk is further directed to strike and delete Docket No. 43 on 12 MC 2296.

52. Upon the entry of orders deciding the Phase One Omnibus Motion and the Phase One Jurisdiction Motion, if any, in the Individual Creditor Actions, the parties shall: (i) meet and confer regarding the contours and contents of a Master Case Order that addresses the timing and procedure for the submission in Phase Two of any motions to dismiss; and (ii) within 14 days after the entry of orders deciding the Phase One Omnibus Motion and the Phase One Jurisdiction Motion, shall submit to the Court an agreed-upon proposed Master Case Order that addresses the timing and procedure for the submission in Phase Two of any motions to dismiss. If the parties cannot reach agreement, they shall submit a joint document to the Court describing the areas of agreement and disagreement.

CONCLUSION

This Master Case Order No. 3, inter alia, establishes Liaison Counsel and Executive Committees for the parties in the Individual Creditor Actions and the Committee Actions, and fixes the following briefing schedule for Phase One Motions in the Individual Creditor Actions: (1) Phase One Motions by November 6, 2012; (2) Phase One oppositions by December 21, 2012; (3) Phase One replies by February 4, 2013; and (4) Oral argument on the Phase One Motions will be heard on March 1, 2013 at 11:00 a.m.

Dated: September 7, 2012
New York, New York

SO ORDERED:


WILLIAM H. PAULEY III
U.S.D.J.

All Counsel of Record.

EXHIBIT A

SCHEDULE OF INDIVIDUAL CREDITOR ACTIONS

Transferor Court	Caption	SDNY Case Number
AZ	Deutsche Bank Trust Co. Americas, et al. v. King, et al.	1:11-cv-09410-WHP
CA	Deutsche Bank Trust Co. Americas, et al. v. First Republic Bank, et al.	1:11-cv-09572-WHP
CO	Deutsche Bank Trust Co. Americas, et al. v. Fushimi, et al.	1:12-cv-00549-WHP
CT	Deutsche Bank Trust Co. Americas, et al. v. Sirius Int'l Ins. Corp., et al.	1:11-cv-09583-WHP
DC	Deutsche Bank Trust Co. Americas, et al. v. Anderson, et al.	1:11-cv-09510-WHP
DE	Deutsche Bank Trust Co. Americas, et al. v. Sowood Alpha Fund LP, et al.	1:11-cv-09586-WHP
FL	Deutsche Bank Trust Co. Americas, et al. v. Waterman Broadcasting Corp., et al.	1:12-cv-00061-WHP
IL	Deutsche Bank Trust Co. Americas, et al. v. Ohlson Enters., et al.	1:12-cv-00064-WHP
IN	Deutsche Bank Trust Co. Americas, et al. v. Robert Dishon Family Trust, et al.	1:11-cv-09581-WHP
IN	Deutsche Bank Trust Co. Americas, et al. v. 1st Source Bank, et al.	1:11-cv-09582-WHP
MA	Deutsche Bank Trust Co. Americas, et al. v. Richard Paniagua, et al.	1:11-cv-09409-WHP
MD	Deutsche Bank Trust Co. Americas, et al. v. McGurn, et al.	1:12-cv-00063-WHP
MN	Deutsche Bank Trust Co. Americas, et al. v. Ameriprise Trust Co., et al.	1:11-cv-09590-WHP
NC	Deutsche Bank Trust Co. Americas, et al. v. The Burroughs Wellcome Fund, et al.	1:11-cv-09511-WHP
NJ	Deutsche Bank Trust Co. Americas, et al. v. Sumitomo Trust & Banking Co. (U.S.A.), et al.	1:11-cv-09406-WHP
NY	Deutsche Bank Trust Co. Americas, et al. v. Adaly Opportunity Fund TD Securities Inc. C/O Adaly Investment Management Co. et al	1:11-cv-04784-WHP
OH	Deutsche Bank Trust Co. Americas, et al. v. Huntington National Bank, et al.	1:11-cv-09589-WHP
OH	Deutsche Bank Trust Co. Americas, et al. v. American Electric Power, et al.	1:11-cv-09592-WHP
PA	Deutsche Bank Trust Co. Americas, et al. v. Ametek Inc Employees Master Retirement Trust, et al.	1:11-cv-09598-WHP
TX	Deutsche Bank Trust Co. Americas, et al. v. Employees Retirement Fund of the City of Dallas, et al.	1:11-cv-09568-WHP
VA	Deutsche Bank Trust Co. Americas, et al. v. Ader, et al.	1:11-cv-09571-WHP
VT	Deutsche Bank Trust Co. Americas, et al. v. Long, et al.	1:11-cv-09570-WHP

Transferor Court	Caption	SDNY Case Number
WA	Deutsche Bank Trust Co. Americas, et al. v. Automotive Machinists Pension Trust Fund, et al.	1:11-cv-09588-WHP
WI	Deutsche Bank Trust Co. Americas, et al. v. Assoc. Bank Green Bay, NA, et al.	1:11-cv-09514-WHP
WI	Deutsche Bank Trust Co. Americas, et al. v. Mazur	1:11-cv-09515-WHP
NY	Deutsche Bank Trust Co. Americas, et al. v. CIBC World Markets Corp., et al.	1:11-cv-05136-WHP
CA	Deutsche Bank Trust Co. Americas, et al. v. AG Edwards & Sons, et al.	1:11-cv-09593-WHP
CO	Deutsche Bank Trust Co. Americas, et al. v. Oppenheimer Main Street Select Fund, et al.	1:12-cv-00550-WHP
CT	Deutsche Bank Trust Co. Americas, et al. v. Aetna, Inc., et al.	1:11-cv-09584-WHP
DE	Deutsche Bank Trust Co. Americas, et al. v. Verizon Inv. Mgmt. Corp., et al.	1:11-cv-09594-WHP
DE	Deutsche Bank Trust Co. Americas, et al. v. Alliance Capital Mgmt LLC, et al.	1:11-cv-09595-WHP
IL	Deutsche Bank Trust Co. Americas, et al. v. 1994 Alicia P. Guggenheim, et al.	1:12-cv-00065-WHP
MA	Deutsche Bank Trust Co. Americas, et al. v. Eaton Vance Multi Cap Growth Portfolio, et al.	1:11-cv-09408-WHP
MD	Deutsche Bank Trust Co. Americas, et al. v. National Electrical Benefit Fund, et al.	1:12-cv-00062-WHP
MN	Deutsche Bank Trust Co. Americas, et al. v. Pandora Select Partners LP, et al.	1:11-cv-09599-WHP
NC	Deutsche Bank Trust Co. Americas, et al. v. Aqua America-Gabelli Asset Mgt, et al.	1:11-cv-09512-WHP
NJ	Deutsche Bank Trust Co. Americas, et al. v. Merrill Lynch Trust Co., et al.	1:11-cv-09407-WHP
NY	Deutsche Bank Trust Co. Americas, et al. v. Abu Dhabi Investment Authority, et al.	1:11-cv-04522-WHP
NY	Deutsche Bank Trust Co. Americas, et al. v. Blackrock Institutional Trust Company, N.A., et al.	1:11-cv-09319-WHP
OH	Deutsche Bank Trust Co. Americas, et al. v. Goodrich Corp MAS TR QUAL EMPL BEN, et al.	1:11-cv-09591-WHP
PA	Deutsche Bank Trust Co. Americas, et al. v. ING Trust Equity Inc. Port et al	1:11-cv-09597-WHP
TX	Deutsche Bank Trust Co. Americas, et al. v. Bank of America N.A. / GWIM Trust Operations, et al.	1:11-cv-09569-WHP
TX	Deutsche Bank Trust Co. Americas, et al. v. AIG Life Insurance Company, et al.	1:12-cv-00552-WHP
CA	Deutsche Bank Trust Co. Americas, et al. v. Wells Fargo Bank, N.A. et al	1:11-cv-09585-WHP

Transferor Court	Caption	SDNY Case Number
DE	Deutsche Bank Trust Co. Americas, et al. v. RBS Securities, et al.	1:11-cv-09587-WHP
DE	Deutsche Bank Trust Co. Americas, et al. v. Wells Fargo Investments, LLC, et al.	1:11-cv-09596-WHP
NY	Deutsche Bank Trust Co. Americas, et al. v. Cantor Fitzgerald & Co., et al.	1:11-cv-04900-WHP
MN	Deutsche Bank Trust Co. Americas, et al. v. U.S. Bank, N.A., et al.	1:11-cv-09600-WHP
CA	William A. Niese et al. v. Chandler Trust No. 1	1:12-cv-00554-WHP
DE	William A. Niese et al. v. A.G. Edwards Inc.	1:12-cv-00551-WHP
IL	William A. Niese et al. v. ABN AMRO Clearing Chicago LLC	1:12-cv-00555-WHP
NY	William A. Niese et al. v. Alliance Bernstein L.P.	1:11-cv-04538-WHP